

~~RECORDED~~ 29834-13 ~~FILED~~

AUG 22 '11 -2 10 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 18, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street S.W., Suite 100
Washington, DC 20423
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated June 6, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29834.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Winn Bay Sand Limited Partnership
N33005 Helmers Rd
Blair, WI 54616

A description of the railroad equipment covered by the enclosed document is for one hundred (100) hopper cars with WSOX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(WIBA005)

Assign No: WIBA005

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MEMORANDUM OF LEASE

SASKATCHEWAN TRANSPORTATION BOARD

RIDER NO. 5

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of June, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Winn Bay Sand Limited Partnership ("Lessee"), a Saskatchewan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of February 10, 2010 (the "Lease") and Rider No. 5 thereto dated as of June 6, 2011 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. SeymourTitle: Vice President Sales & MarketingSignature: Richard F. Seymour**LESSEE:**

WINN BAY SAND LIMITED PARTNERSHIP

Name: Harold DerksenTitle: General ManagerSignature: Harold Derksen

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **One hundred (100)**

DESCRIPTION OF CARS: **Covered hopper railcars**

CAR NUMBERS:

1	WSOX	804801	35	WSOX	804857	69	WSOX	805068
2	WSOX	804806	36	WSOX	804865	70	WSOX	805069
3	WSOX	804807	37	WSOX	804866	71	WSOX	805070
4	WSOX	804808	38	WSOX	804870	72	WSOX	805071
5	WSOX	804810	39	WSOX	804871	73	WSOX	805072
6	WSOX	804811	40	WSOX	804872	74	WSOX	805073
7	WSOX	804812	41	WSOX	804874	75	WSOX	805074
8	WSOX	804813	42	WSOX	804878	76	WSOX	805075
9	WSOX	804814	43	WSOX	804885	77	WSOX	805076
10	WSOX	804815	44	WSOX	804886	78	WSOX	805077
11	WSOX	804816	45	WSOX	804888	79	WSOX	805078
12	WSOX	804817	46	WSOX	804889	80	WSOX	805079
13	WSOX	804818	47	WSOX	804890	81	WSOX	805080
14	WSOX	804819	48	WSOX	804891	82	WSOX	805081
15	WSOX	804820	49	WSOX	804892	83	WSOX	805082
16	WSOX	804821	50	WSOX	804893	84	WSOX	805083
17	WSOX	804822	51	WSOX	804894	85	WSOX	805084
18	WSOX	804823	52	WSOX	804895	86	WSOX	805085
19	WSOX	804824	53	WSOX	804897	87	WSOX	805086
20	WSOX	804825	54	WSOX	804898	88	WSOX	805087
21	WSOX	804826	55	WSOX	804900	89	WSOX	805088
22	WSOX	804829	56	WSOX	804903	90	WSOX	805089
23	WSOX	804830	57	WSOX	805056	91	WSOX	805090
24	WSOX	804831	58	WSOX	805057	92	WSOX	805091
25	WSOX	804833	59	WSOX	805058	93	WSOX	805092
26	WSOX	804835	60	WSOX	805059	94	WSOX	805093
27	WSOX	804839	61	WSOX	805060	95	WSOX	805094
28	WSOX	804840	62	WSOX	805061	96	WSOX	805095
29	WSOX	804841	63	WSOX	805062	97	WSOX	805096
30	WSOX	804842	64	WSOX	805063	98	WSOX	805097
31	WSOX	804845	65	WSOX	805064	99	WSOX	805098
32	WSOX	804846	66	WSOX	805065	100	WSOX	805099
33	WSOX	804848	67	WSOX	805066			
34	WSOX	804849	68	WSOX	805067			